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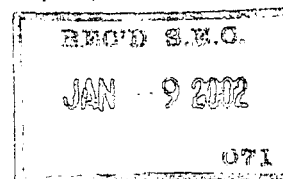
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January 9, 2002

Ms. Krista M. Hughes  
Branch Chief  
Securities and Exchange Commission  
Branch of Filer Support 2  
Room 1004 -- STOP/1-4  
450 Fifth Street, NW  
Judiciary Plaza  
Washington, DC 20549

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THOMSON  
FINANCIAL

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Bayer Aktiengesellschaft, American Depositary Shares, (Each representing one Bayer AG ordinary share of no par value) and Bayer AG ordinary shares of no par value (application for the Bayer AG ordinary shares of no par value is made for listing, not for trading, but only in connection with the registration of the American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission) and requests immediate acceleration of registration. Adequate distribution assured. Form 20-F received on January 9, 2002. Tentative listing date - January 24, 2002.

Sincerely,

Pawas Madho